

DEPARTMENT OF PLANNING
STAFF REPORT

PLANNING COMMISSION PUBLIC HEARING

DATE OF HEARING: July 16, 2009
ZCPA 2008-0003, One Loudoun
DECISION DEADLINE: September 4, 2009
ELECTION DISTRICT: Broad Run **PROJECT PLANNER:** Ginny Rowen

EXECUTIVE SUMMARY

MMS One Loudoun Center, LLC of McLean, Virginia has submitted an application to amend the concept plan and proffers approved with ZMAP 2005-0008, One Loudoun, in order to remove the typical road sections shown on the approved Concept Development Plan and to reduce a portion of Exchange Street (Road 1-B) from a 4-lane section to a 2-lane section with parking on both sides, with no resulting change in density, in the PD-TC (Planned Development – Town Center) and PD-H6 (Planned Development – Housing) zoning districts. This application is subject to the Revised 1993 Zoning Ordinance. The subject property is approximately 346 acres in size and is located in the southwest quadrant of the intersection of Loudoun County Parkway and Route 7. The area is governed by the policies of the Revised General Plan (Suburban Policy Area (Ashburn Community)) and the Revised Countywide Transportation Plan which designate this area for Keynote Employment and Business Community and which recommend a Floor Area Ratio (FAR) of up to 1.0. **Staff notes that the application has been advertised for the July 28, 2009 Board public hearing.**

RECOMMENDATION

Staff recommends approval of the application subject to approval of the draft Proffer Statement and the Findings in the staff report.

SUGGESTED MOTIONS

1. I move that the Planning Commission forward ZCPA 2008-0003, One Loudoun, to the Board of Supervisors with a recommendation of approval, subject to the Proffers dated June 24, 2009, and with the Findings contained in the July 16, 2009 staff report.
 2. I move that the Planning Commission forward ZCPA 2008-0003, One Loudoun, to a work session for further discussion.
 3. I move that the Planning Commission forward ZCPA 2008-0003, One Loudoun to the Board of Supervisors with a recommendation of denial based on the following findings:
-

VICINITY MAP

Directions: From Leesburg: Proceed east on Route 7 to Loudoun County Parkway. Make a right onto Loudoun County Parkway and proceed to the property on the right.

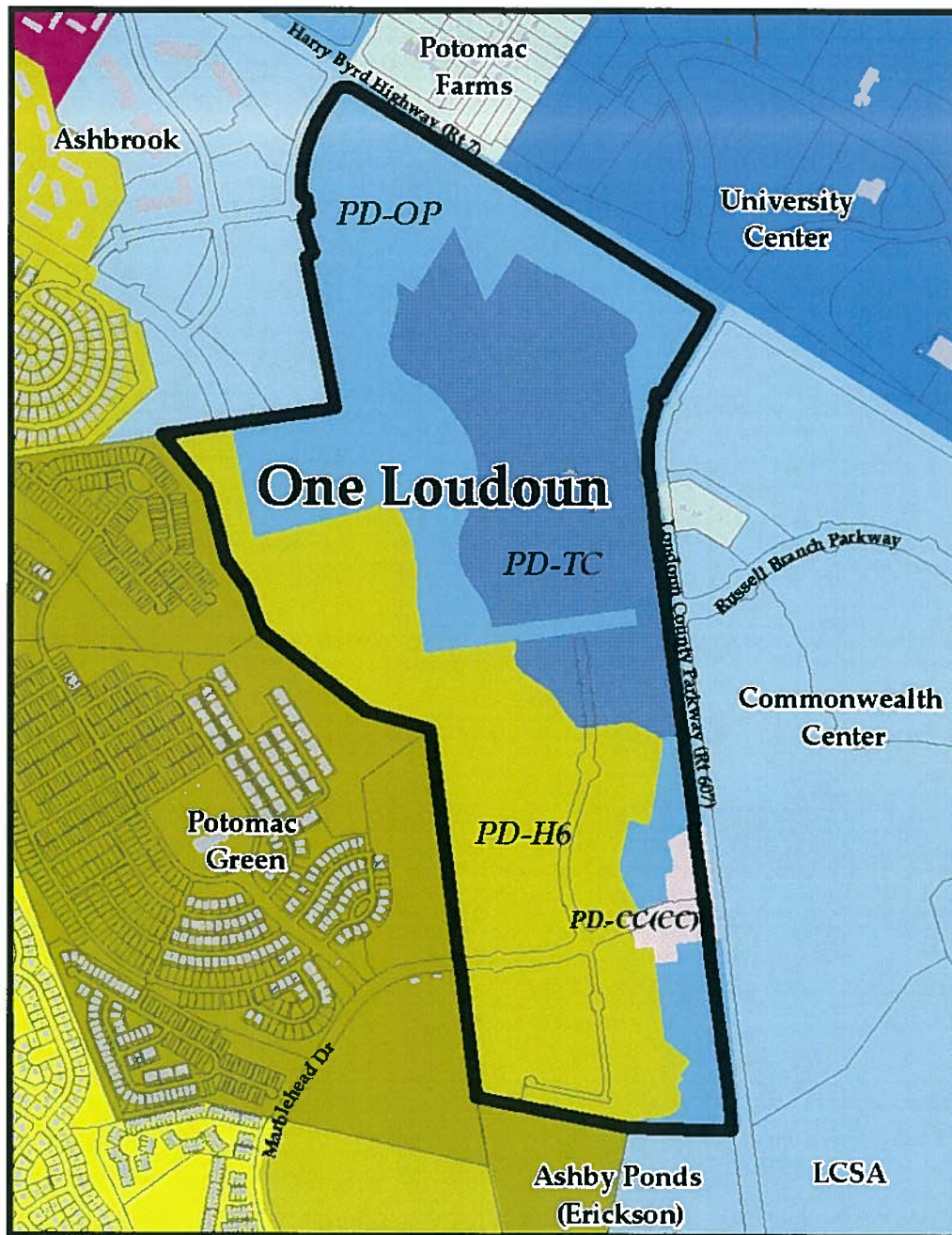


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I. APPLICATION INFORMATION

APPLICANT MMS One Loudoun Center LLC
Bill May
8401 Greensboro Drive
McLean, VA 22102
703-821-2500

REPRESENTATIVE Cooley Godward Kronish, LLP
Colleen Gillis Snow, Esquire
11951 Freedom Drive
Reston, Virginia 20190
703-456-8000

APPLICANT'S PROPOSAL Amend the approved concept plan and proffers associated with One Loudoun to remove the typical road sections and to reduce a portion of Exchange Street (Road 1-B) from a 4-lane section to a 2-lane section. Application accepted for review on September 4, 2008.

LOCATIONS SW quadrant of Route 7 and Loudoun County Parkway

TAX MAP/PARCEL #s Tax Map 63 Parcel 4 (PIN# 057-10-2844)

ZONING PD-TC (Planned Development – Town Center),
PD-OP(Planned Development – Office Park),
PD-CC-CC (Planned Development - Commercial Center
- Community Center),
PD-H6 (Planned Development – Housing)

ACREAGE OF REQUEST SITE 346 acres

	SURROUNDING ZONING	/	PRESENT LAND USES
North:	PD-RDP (Research & Development Park) A-3 (Agriculture / Residential)		Office / Residential / Retail
South:	PD-IP (Industrial Park) PD-AAAR (Active Adult Age Restricted)		Undeveloped / Residential (Ashby Ponds)
East:	PD-IP (Industrial Park) A-3 (Agriculture / Residential)		Commercial / Industrial/ Undeveloped
West:	PD-AAAR (Active Adult Age Restricted)		Residential (Potomac Green)

II. SUMMARY OF DISCUSSION

Referral Agency	Issues Examined and Status
Comprehensive Plan	<ul style="list-style-type: none"> Area subject to Business Community and Keynote Employment policies of <u>Revised General Plan</u> At the request of VDOT, applicant has reduced a portion of Exchange Street from 4-lane section to 2-lane section with associated parking. Status: no outstanding issues. Applicant removing typical road sections from approved CDP. Status: no outstanding issues. All other amendments / special exception request withdrawn. Status: no outstanding issues.
Zoning	<ul style="list-style-type: none"> Applicant removing typical road sections from approved CDP. Status: no outstanding issues.
Transportation	<ul style="list-style-type: none"> VDOT / OTS support reduced road section for Exchange Street. Status: no outstanding issues. VDOT / OTS support removal of typical road sections from CDP. Status: no outstanding issues.
Proffer Contributions	All previously approved proffers remain unchanged. Only the ownership information and application type (ZCPA) are modified from the original zoning application. Status: no outstanding issues.

Applicable Policy or Ordinance Section
<u>Revised General Plan</u> Chapter 7, Planned Land Use Map; Chapter 6, Keynote Employment Center policies 1 & 4; Chapter 6, Regional Office policy 2, Chapter 6, High-Density Residential policy 1
<u>Revised Countywide Transportation Plan (CTP)</u>
<u>Revised 1993 Zoning Ordinance</u> – PD-TC (Town Center) Section 4-800, PD-OP (Office Park) Section 4-300, PD-CC-CC (Commercial Center – Community Center) Section 4-200, PD-H6 (Housing) Section 4-100

III. FINDINGS

1. The application is consistent with Revised General Plan and Revised Countywide Transportation Plan policies.
2. The application provides a road section consistent with VDOT recommendations.
3. Road designs / widths will be determined during the engineering phase of the land development process.

IV. PROJECT REVIEW

A. Context

The applicant is requesting to amend the concept plan and proffers associated with ZMAP 2005-0008, One Loudoun in order to: 1.) remove the typical road sections shown on the approved Concept Development Plan and 2.) reduce a portion of Exchange Street from a 4-lane section to a 2-lane section with parking on both sides of the street with no resulting change in density (see sheet 7 concept development plan - approved / proposed and sheet 10 overall illustrative - One Loudoun) . A concept plan amendment is necessary because the typical road sections were depicted on a proffered sheet in the original zoning case.

One Loudoun was approved by the County in January, 2007 for the development of a mixed-use community consisting of approximately 3 million square feet of office space, 700,000 square feet of retail uses, two hotels, a movie theater, and up to 1,040 residential units. The property was rezoned to four different zoning districts: Planned Development – Town Center (PD-TC), Planned Development – Office Park (PD-OP), Planned Development – Commercial Center - Community Center (PD-CC-CC) and Planned Development-Housing (PD-H6). This application is subject to the Revised 1993 Zoning Ordinance. The entire property is approximately 346 acres in size and is located on the southwest corner of Loudoun County Parkway and Route 7. The property is currently under construction (see photograph next page). A grade-separated interchange at Loudoun County Parkway and Route 7 is also under construction.

Surrounding uses consist of University Center and Potomac Farms to the north (across Route 7), Commonwealth Center to the east (across Loudoun County Parkway), Ashby Ponds to the south, with the Potomac Green and Ashbrook communities to the west.

B. Summary of Issues

No issues were identified in the referral comments.



Overall Analysis

COMPREHENSIVE PLAN

LAND USE

The subject site is located in the Ashburn Community of the Suburban Policy Area and is planned for Keynote Employment and Business Community development. Russell Branch Parkway is the dividing line between Keynote Employment to the north and Business Community to the south. The original submission proposed eight amendments to the approved concept plan and a special exception request for an automobile service station. All of these initial requests have been withdrawn by the applicant except for the current proposal. Specifically, the applicant is requesting to amend the approved plan to: 1.) provide a modified width for a portion of Exchange Street (from a four-lane road to a two-lane road with parking on both sides); and 2.) remove the typical road sections from Sheet 7. During review of the Construction Plans, VDOT objected to the construction of Exchange Street as a four lane road due to excessive maintenance costs. The transportation analysis affirms that a narrower section of Exchange Street is sufficient to accommodate site traffic. The Applicant also seeks to remove all typical road sections from the approved concept plan to ensure that a similar conflict between what was planned and what is ultimately required by VDOT and the County during the engineering phases

of development will be avoided.

In previous referrals, staff agreed that committing to typical road sections at the time of rezoning approval appeared to be premature. Staff also did not object to the Applicant's proposal to reduce the size of Exchange Street, which is a north-south roadway located in the town center portion of the project, from a 4-lane roadway to a 2-lane road with parking lanes on either side. The proposed amendments are consistent with the applicable policies of the Revised General Plan. Staff does not have any concerns regarding the application.

ZONING

Section 6-1200 of the Revised 1993 Zoning Ordinance allows the Board of Supervisors to amend, supplement, or change existing zoning classifications. The applicant is requesting a Concept Plan Amendment to the One Loudoun development to make minor changes to the approved plan. Approval of the application would allow: 1.) a reduced width for a portion of Exchange Street from a four-lane facility to a two-lane facility with parking on both sides and 2.) removal of typical road sections from the approved plan. All of the other amendments as well as a special exception request for a service station have been withdrawn at this time. Staff has no objections to these requests.

TRANSPORTATION

The applicant is requesting two minor modifications to the approved One Loudoun development plans. During review of the engineering plans, VDOT recommended the reduction of a portion of Exchange Street based on anticipated traffic levels. VDOT does not want to incur excess road maintenance costs for oversized roads. The applicant is requesting to remove typical road sections approved in conjunction with the rezoning of the property to minimize future conflicts. Staff does not have any concerns regarding the proposed changes.

D. ZONING ORDINANCE CRITERIA FOR APPROVAL

If the application is for a reclassification of property to a different zoning district classification on the Zoning Map, the applicant shall address all the following in its statement of justification or plat unless not applicable. The Planning Commission shall give reasonable consideration to the following matters:

<u>Standard</u>	Whether the proposed zoning district classification is consistent with the Comprehensive Plan.
<u>Analysis</u>	The proposal is consistent with the policies of the <u>Revised General Plan</u> and the <u>Revised Countywide Transportation Plan</u> .
<u>Standard</u>	<i>Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.</i>

<u>Analysis</u>	During construction plan review, VDOT recommended the change in width for a portion of Exchange Street based on anticipated traffic volumes. The applicant is requesting to remove typical road sections from the approved plan to avoid future conflicts.
<u>Standard</u>	<i>Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.</i>
<u>Analysis</u>	There are no proposed changes to the approved development.
<u>Standard</u>	<i>Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.</i>
<u>Analysis</u>	There are no proposed changes to the approved development.
<u>Standard</u>	<i>The effect of the proposed rezoning on the County's ground water supply.</i>
<u>Analysis</u>	There are no proposed changes to the approved development.
<u>Standard</u>	<i>The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.</i>
<u>Analysis</u>	The applicant is not requesting to make any changes to the approved layout.
<u>Standard</u>	<i>Whether a reasonably viable economic use of the subject property exists under the current zoning.</i>
<u>Analysis</u>	The approved application allows the development of a mixed-use community.
<u>Standard</u>	<i>The effect of the proposed rezoning on the environment, wildlife habitat, vegetation, water quality and air quality.</i>
<u>Analysis</u>	This application will have no new effects on the environment, wildlife habitat, vegetation, water or air quality over the existing approved uses.
<u>Standard</u>	<i>Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.</i>
<u>Analysis</u>	The approved applications will allow the development of a mixed-use community.

- Standard *Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.*
- Analysis The application is consistent with the policies of the Revised General Plan and the Revised Countywide Transportation Plan.
- Standard *Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.*
- Analysis The approved application allows the development of a mixed-use community.
- Standard *The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.*
- Analysis The applicant is not requesting any changes to the approved layout.

V. ATTACHMENTS		PAGE NUMBER
1. Review Agency Comments		
a. Community Planning	(6/10/09)	A-1
b. Zoning Administration	(6/10/09)	A-3
c. Office of Transportation Services	(6/12/09)	A-4
d. VDOT Proffer review	(6/09/09)	A-5
2. Disclosure of Real Parties in Interest / Reaffirmation Affidavit		A-6
3. Statement of Justification		A-43
4. Applicant's Response to Referral Comments		A-47
5. Redline Proffer Statements – East Gate One / East Gate Three		A-49
6. CDP		

County of Loudoun
Department of Planning
MEMORANDUM

DATE: June 10, 2009

TO: Ginny Rowen, Project Manager
Land Use Review

FROM: Sarah Milin, Senior Planner *Sarah*
Community Planning

SUBJECT: ZCPA 2008-0003 - One Loudoun 3rd Referral

MMS One Loudoun Center, LLC has submitted a Zoning Concept Plan Amendment (ZCPA) to amend the approved Concept Plan Development (CDP) and proffers associated with ZMAP 2005-0008, One Loudoun. One Loudoun was approved by the Board of Supervisors on January 16, 2007 for the development of a mixed-use community consisting of approximately 3 million sq ft of office space, 700,000 sq ft of retail uses, two hotels, a movie theater, and up to 1,040 residential units. The property is zoned Planned Development – Town Center (PD-TC), Planned Development – Office Park (PD-OP), Planned Development – Commercial Center (PD-CC-CC) and Planned Development-Housing 6 (PD-H6) under the Revised 1993 Loudoun County Zoning Ordinance. The subject site is located in the Ashburn Community of the Suburban Policy Area and is planned for both Keynote Employment and Business Community uses, with the planned alignment of the Russell Branch Parkway serving as the dividing line between the two (Revised General Plan, Chapter 7, Planned Land Use Map).

The original ZCPA submission proposed eight amendments to the approved One Loudoun Concept Development Plan (CDP) and proffers; in consultation with staff, it was determined that all but one of the requested amendments could be resolved through the administrative review process. The Applicant has revised the application accordingly and now requests to amend the approved One Loudoun CDP to (1) show a modified width of the planned Exchange Street (from a four lane roadway consisting of two 12-foot wide lanes and two 14-ft wide lanes to a two-lane undivided roadway with two 12-foot wide lanes and 8-foot parking lanes on both sides); and, (2) remove the Typical Road Sections from Sheet 7. According to a letter from the Applicant provided with this submission, during the processing of the Construction Plans and Profiles, the Virginia Department of Transportation (VDOT) objected to Exchange Street as a four lane roadway due to maintenance concerns. The transportation analysis affirms that a narrower section of Exchange Street is more than sufficient in this area. The Applicant

Attachment 1 A

A-1

also seeks to remove all Typical Road Sections from the CDP to ensure that a similar conflict between what was planned and what is ultimately required by the County and VDOT during the engineering phases of development will be avoided.

In previous referrals, Community Planning staff agreed that committing to typical road sections at the time of rezoning approval appears to have been premature. Staff also did not object to the Applicant's proposal to reduce Exchange Street, which is a north-south roadway located in the town center portion of the project, from a 4-lane roadway to a 2-lane road with parking lanes on either side. Staff expressed support for the proposed amendment as long as the project provides sufficient assurances that parallel parking will be provided on both sides of most roadways within the town center and office sections (i.e., the PD-TC and PD-OP zoning districts) of the project given that Plan policies envision that town centers will provide parallel parking along both sides of the secondary collector and local access streets for use by visitors and shoppers (Revised General Plan, Chapter 11, Design Guidelines, Town Centers, Streetscape). The Plan also encourages the use of on-street parking within all Business areas, recognizing its many benefits which include traffic calming and protecting pedestrians from on-street traffic (Revised General Plan, Chapter 6, Business Parking text).

In the second referral, staff found that this issue had been adequately addressed given that Section 4-808(I) of the PD-TC zoning district contains on-street parking requirements and detailed designs providing on-street parking have been approved for several of the roads within the district.

The proposed amendments appear to be consistent with the Revised General Plan. Staff has no remaining objections to the proposal.

cc: Julie Pastor, AICP, Planning Director
Cindy Keegan, AICP, Program Manager, Community Planning – via e-mail

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL



DATE: June 10, 2009
TO: Ginny Rowen, Project Manager, Department of Planning
THROUGH: Marilee L. Seigfried, Deputy Zoning Administrator
FROM: Teresa H. Miller, Planner, Zoning Administration
CASE NUMBER AND NAME: ZCPA 2008-0003, One Loudoun
TAX MAP/ PARCEL NUMBER (MCPI): 63/4 (057-10-2844)

Staff has reviewed the referenced **zoning concept plan amendment** (ZCPA) application to include the materials identified on the transmittal sheet dated June 3, 2009. The property is zoned Planned Development-Housing 6 (PD-H6), Planned Development – Office Park (PD-OP), Planned Development – Commercial Center – Community Center (PD-CC-CC) and Planned Development – Town Center (PD-TC) under the Revised 1993 Loudoun County Zoning Ordinance. All section numbers cited herein refer to the Revised 1993 Zoning Ordinance, unless otherwise noted.

PROPOSED ZONING CONCEPT PLAN AMENDMENT

The following comments are made in order of proposed amendment per the applicant's Statement of Justification.

1. **Typical Road Sections.** Based upon the Statement of Justification dated June 3, 2009, this ZCPA is to only remove the Typical Road sections from sheet 7 of the Concept Development Plan. Zoning staff has no objection to this change; however this referral has been done without review of the CDP dated December 12, 2008. Staff requests to review this CDP when available.

Ginny- 6/12/09

I have reviewed the total future traffic on Exchange Street from the applicants traffic study and note that the forecasts for this street are in the 1,900-2,700 vehicles per day range. Based on these volumes, going from 4 lanes as originally approved to 2 lanes with parking is not an issue from a capacity standpoint. I concur with Tom's assessment.

I have no other issues. Let me know if you have any questions.

Thanks, George



COMMONWEALTH of VIRGINIA

DAVID S. EKERN, P.E.
COMMISSIONER

DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

June 9, 2009

Ginny Rowen
County of Loudoun
Department of Planning
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000



Re: One Loudoun
Loudoun County Plan Number ZCPA 2008-0003, Third Submission

Dear Ms. Rowen:

We have reviewed the above referenced application and we have no objection to approval of the Zoning Concept Plan Amendment.

If you have any questions, please call me at (703) 383-2041.

Sincerely,


Thomas B. Walker
Senior Transportation Engineer

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated August 12, 2008 for the Application of
(enter date of affidavit)

MMS One Loudoun Center, LLC

(enter name(s) of Applicant(s))

in Application Number(s): ZCPA 2008-0003

(enter Application number(s))

I, Ben I. Wales, do hereby state that I am an

(check one) Applicant (must be listed in Paragraph C of the above-described affidavit)
 X Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

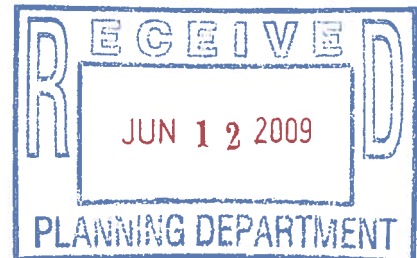
(check one)

 I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____ (today's date); or

 X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

- X Paragraph C-1
- X Paragraph C-2
- X Paragraph C-3
- Paragraph C-4(a)
- X Paragraph C-4(b)
- X Paragraph C-4(c)



WITNESS the following signature: Ben I. Wales

(check one) Applicant X Applicant's Authorized Agent

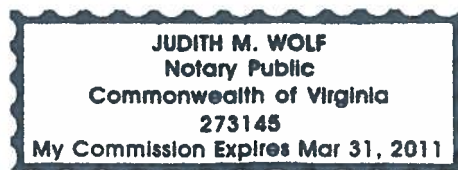
Ben I. Wales

(Type or print first name, middle initial, last name and title of signee)

Subscribed and sworn to before me this 12th day of June, 2008,
in the State/Commonwealth of Virginia, County/City of Fauquier.

Judith M. Wolf
Notary Public

My Commission expires: 3/31/2011



Revised October 2008

Attachment 2

A-6

LOUDOUN COUNTY
DISCLOSURES OF REAL PARTIES IN INTEREST
AND LAND USE PROCEEDINGS



A. INTRODUCTION

Under the mandatory provisions of Va. Code Ann. § 15.2-2287.1, each member of the Board of Supervisors, Planning Commission, and the Board of Zoning Appeals must make a full public disclosure of any business or financial relationship (including gifts or donations received as described in this Affidavit) that the member has or has had with the applicant, title owner, contract purchaser, or lessee of the land or their agent within twelve months prior to a hearing. This Code Section is specifically applicable only to Loudoun County.

In addition, pursuant to Va. Code Ann. § 15.2-2289, the Board of Supervisors for Loudoun County had previously adopted an ordinance requiring the submission of a completed Disclosure of Real Parties in Interest Form. See 1993 Revised Zoning Ordinance, Section 6-403(A).

The Loudoun County Board of Supervisors has directed County Staff to prepare land use affidavit forms to be used with rezoning, special exception, and variance applications, and reaffirmation procedures for affidavits. **The "Affidavit" and "Reaffirmation of Affidavit" forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.**

With the submission of any such zoning application, you are required to submit an Affidavit. Prior to a public hearing, you will be required to reaffirm your Affidavit in accordance with the reaffirmation procedures.

B. INSTRUCTIONS

1. Fill out the Affidavit and file with Application.
2. All listings which include PARTNERSHIPS, CORPORATIONS, or TRUSTS, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing is a corporation having more than 100 shareholders that has no shareholder owning 10% or more of any class of stock. In the case of an Applicant, title owner, contract purchaser, or lessee of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all its partners (general and limited), of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the applicant, title owner, contract purchaser, or lessee of the land.
3. **Limited liability companies and real estate investment trusts and their equivalents are treated as corporations**, with members being deemed the equivalent of shareholders; managing members shall also be listed.

4. Prior to each and every public hearing on a Zoning Map Amendment, Zoning Concept Plan Amendment, Zoning Ordinance Modification, Special Exception, or Variance, and prior to Board action, the Applicant shall review the affidavit and provide any changed or supplemental information including business or financial relationships of the type described above, that arise on or after the date of this application. A "Reaffirmation of Affidavit" form is available for your use online at: http://inetdocs.loudoun.gov/planning/docs/documentsandfor_/index.htm
5. As used in these forms "real parties in interest" shall include all sole or joint property owners, parties who have legal interest in the protection of the property such as a trustee or executor, parties who have an equitable or beneficial interest in the property, such as beneficiaries of a trust, and, in the case of corporations, all stockholders, officers, and directors. Pursuant to Va. Code Ann. § 15.2-2289, the requirement of listing names of stockholders, officers, and directors shall not apply to a corporation whose stock is traded on a national or local stock exchange and having more than 500 shareholders.
6. In the case of a condominium, the requirements shall apply only to the title owner, contract purchaser, or lessee if they own 10% or more of the units in the condominium.

I, Ben I. Wales, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2008-0003

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
057-10-2844	MMS One Loudoun Center, LLC - William (nmi) May - Nicholas C. Bracco	8401 Greensboro Drive McLean, VA 22102	Applicant/Owner
	William H. Gordon & Associates, Inc. - Linda R. Erbs - Christopher D. Stephenson	44084 Riverside Parkway Leesburg, VA 20176	Agent
	M. J. Wells & Associates, Inc. - Christopher (nmi) Turnbull	1420 Spring Hill Road Suite 600, McLean, VA 22012	Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

I, Ben I. Wales, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2008-0003

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME</i> <i>(First, M.I., Last)</i>	<i>ADDRESS</i> <i>(Street, City, State, Zip Code)</i>	<i>RELATIONSHIP</i> <i>(Listed in bold above)</i>
	Cooley Godward Kronish LLP - Antonio J. Calabrese - Mark C. Looney - Colleen Gillis Snow - Jill S. Parks - Brian J. Winterhalter - Shane M. Murphy - John P. Custis - Jeffrey A. Nein - Ben I. Wales - Molly M. Novotny	11951 Freedom Drive Suite 1500 Reston, VA 20190-5656	Attorney/Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

MMS One Loudoun Center, LLC, 8401 Greensboro Drive, Mclean, VA 22102.

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
MMS One Loudoun Venture, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

MMS One Loudoun Venture, LLC, 8401 Greensboro Drive, Mclean, VA 22102.

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
One Loudoun Partners, LLC	
Apartment Properties Income & Growth Fund	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
One Loudoun Partners, LLC	Managing Member
Commercial Equity Investments, Inc.	Member

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

One Loudoun Partners, LLC, 8401 Greensboro Drive, Mclean, VA 22102.

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Meridian One Loudoun Partners, LLC	
MS One Loudoun Investors, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Meridian One Loudoun Partners, LLC	Member
MS One Loudoun Investors, LLC	Managing Member

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Meridian One Loudoun Partners, LLC, 11200 Rockville Pike, Suite 205, N. Bethesda, Maryland 20852

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Meridian One Loudoun Investors, LLC	
Meridian Group LLC	
Meridian One Loudoun Principals, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Meridian One Loudoun Investors, LLC	Member
Meridian Group LLC	Member/Manager
Meridian One Loudoun Principals, LLC	Member

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Meridian One Loudoun Investors, LLC, 11200 Rockville Pike, Suite 205, N. Bethesda, Maryland 20852

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Cheek 2006 Dynasty Trust	
Lane 2006 Dynasty Trust	
Starr Capital LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Cheek 2006 Dynasty Trust	Member
Lane 2006 Dynasty Trust	Member
Starr Capital LLC	Member

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Meridian Group, LLC, 3 Bethesda Metro Center, Suite 610, Bethesda, MD 20814

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Cheek Enterprises, LP	
Lane Enterprises, LC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
G. David Cheek	Member & President
Bruce S. Lane	Member & Executive Vice President

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Lane Enterprises, LC, 11200 Rockville Pike, Suite 205, N. Bethesda, Maryland 20852

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Bruce S. Lane	
Leslie Barron Lane	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Meridian One Loudoun Principals, LLC, 11200 Rockville Pike, Suite 205, N. Bethesda, Maryland 20852

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Lane 2006 Dynasty Trust	
Cheek 2006 Dynasty Trust	
Starr Capital LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Lane 2006 Dynasty Trust	Member
Cheek 2006 Dynasty Trust	Member
Starr Capital LLC	Member

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Lane 2006 Dynasty Trust, 11200 Rockville Pike, Suite 205, N. Bethesda, Maryland 20852

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
F. Leslie Barron	
Evan (nmi) Lane	
Dana (nmi) Lane	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
F. Leslie Barron	Trustee
Claudia M. Sensi	Trustee

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Cheek 2006 Dynasty Trust, 11200 Rockville Pike, Suite 205, N. Bethesda, Maryland 20852

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Katherine P. Cheek	
Alex (nmi) Cheek	
Elizabeth (nmi) Cheek	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Katherine P. Cheek	Trustee
Bruce S. Lane	Trustee

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Starr Capital LLC, 3 Bethesda Metro Center, Suite 610, Bethesda, Maryland 20814

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Timothy S. Eden	Managing member
Chesney S. Eden	Member
John C. Eden	Member
Timothy C. Eden	Member

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Lane 2006 Dynasty Trust	Member
Cheek 2006 Dynasty Trust	Member
Starr Capital LLC	Member

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

MS One Loudoun Investors, LLC, 8401 Greensboro Drive, Mclean, VA 22102

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Gordon V. Smith	
HNS, LLC	
CFS, LLC	
D.I. Smith, LLC	
T. Dale Hall	
Miller and Smith, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Miller and Smith Inc.	Manager

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

HNS, LLC, 8401 Greensboro Drive, Mclean, VA 22102

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Alvin D. Hall	
Richard J. North	
Spencer R. Stouffer	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

CFS, LLC, 8401 Greensboro Drive, Mclean, VA 22102

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Charles F. Stuart, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

D. I. Smith, LLC, 8401 Greensboro Drive, Mclean, VA 22102

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Douglas I. Smith	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Miller and Smith LLC, 8401 Greensboro Drive, Mclean, VA 22102

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Gordon V. Smith	Douglas I. Smith
Alvin D. Hall	T. Dale Hall
Richard J. North	Bruce G. Smith
Spencer R. Stouffer	Cynthia J. Skarbek
Charles F. Stuart	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Gordon V. Smith	Member, Manager
Alvin D. Hall	Member, Manager
Richard J. North	Member, Manager
Spencer R. Stouffer	Member, Manager
Charles F. Stuart	Member, Manager
Douglas I. Smith	Member, Manager
T. Dale Hall	Member, Manager
Bruce G. Smith	Member
Cynthia J. Skarbek	Member

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Apartment Properties Income & Growth Fund c/o Capmark Investments, LP 116, Welsh Road, Horsham, PA 19044

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

_____ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

_____ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

_____ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
City and County of San Francisco Employee Retirement Fund	
Commercial Equity Investments Inc.	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

City and County of San Francisco Employee Retirement Fund c/o Capmark Investments, LP
116, Welsh Road, Horsham, PA 19044

Description of Corporation:

 There are 100 or fewer shareholders and all shareholders are listed below.

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 X *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

 X There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Commercial Equity Investments, Inc. 116, Welsh Road, Horsham, PA 19044

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Property Equity Investments, Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Property Equity Investments, Inc. 116, Welsh Road, Horsham, PA 19044

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Capmark Financial Group, Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Capmark Financial Group, Inc. 116 Welsh Road, Horsham, PA 19044

Description of Corporation:

 There are 100 or fewer shareholders and all shareholders are listed below.

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

*X There are more than 500 shareholders and stock is traded on a national or local stock exchange.

*As confirmed during a conversation between J Merrithew and C G Snow on 08/07/08, the debt of Capmark Financial Group is publicly traded and this Group has, therefore, been required to comply with all disclosure requirements of the US Securities and Exchange Commission.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

William H. Gordon & Associates, Inc. 44084 Riverside Parkway, Suite 100, Leesburg, VA 20176

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
William H. Gordon	Kevin D. Nelson
R. Steven Hulsey	Roger E. Harris
Joseph W. McClellan	Stanley D. Heiser
Eugene C. Dorn	Brian P. Fletcher
Robert W. Woodruff	J. Scott Peterson
Paula M. Fleckenstein	Louise (nmi) Zwicker
Robert W. Walker	William E. Junda
Mark A. Dyck	Linda R. Erbs

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
R. Steven Hulsey	Chief Executive Officer
Joseph W. McClellan	Vice President
Eugene C. Dorn	Vice President
Robert W. Woodruff	Vice President/Chief Operating Officer
Paula M. Fleckenstein	Vice President/Chief Financial Officer
Robert W. Walker	Vice President/Chief Marketing Officer
Mark A. Dyck	Vice President

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

M. J. Wells & Associates, Inc., 1420 Spring Hill Road, Suite 600, McLean, VA 22102

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

_____ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

_____ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

_____ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Robin L. Antonucci	Ernest M. Eggleston
Martin M. Barna	Kevin R. Fellin
Barbara J. Blackmore	Melissa T. Hish
Christopher L. Bowyer	Admir Husadzinovic
Jennifer N. Carpenter	Agan Husadzinovic
John F. Cavan	Majdeta Husadzinovic
Maureen E. Cicciarelli	William F. Johnson
Lorrie D'Amico-Branch	Christopher L. Kabatt
Winnie F. Dadzie	Robert T. Kohler
Sudeep Deshmukh	Priyatham Konda

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Martin J. Wells	President and Secretary
Terence J. Miller	Vice President and Treasurer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

M. J. Wells & Associates, Inc., 1420 Spring Hill Road, Suite 600, McLean, VA 22102

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Maria C. Lashinger	Kevin D. Sitzman
Brian J. Leljedal	Jorjean M. Stanton
Jami L. Milanovich	Christopher (nmi) Turnbull
Terence J. Miller	Glenda D. Tyler
David A. Ohler	James W. Watson
John P. Perez	Martin J. Wells
Michael R. Pinkoske, Jr.	Joseph A. Winterer
Anne M. Randall	Michael J. Workosky
Lawrence E. Sefcik	M.J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT) (All employees are eligible plan participants; however, no one employee owns more than 10% of any class of stock.)
Aaron M. Siddle	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

 There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cheek Enterprises, LP, 11200 Rockville Pike, Suite 205, N. Bethesda, Maryland 20852

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
G. David Cheek	
Katherine P. Cheek	

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (<i>First, M.I., Last</i>)	<i>Title</i> (<i>e.g. General Partner, Limited Partner, etc</i>)
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information attached. *See Attachment to Paragraph C-3.*

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	M. Wainwright Fishburn, Jr.	Partner
Laura A. Berezin	Partner	M. Manuel Fishman (former)	Partner
Russell S. Berman	Partner	Keith A. Flaum	Partner
Laura Grossfield Birger	Partner	Grant P. Fondo (former)	Partner
Barbara L. Borden	Partner	Daniel W. Frank	Partner
Jodie M. Bourdet	Partner	Richard H. Frank	Partner
Matthew J. Brigham	Partner	William S. Freeman	Partner
Robert J. Brigham	Partner	Steven L. Friedlander	Partner
John P. Brockland	Partner	Thomas J. Friel, Jr.	Partner
James P. Brogan	Partner	Koji F. Fukumura	Partner
Nicole C. Brookshire	Partner	James F. Fulton, Jr.	Partner
Alfred L. Browne, III	Partner	Philip J. Gall	Partner
Matthew D. Brown	Partner	William S. Galliani	Partner
Matthew T. Browne	Partner	Stephen D. Gardner	Partner
Robert T. Cahill	Partner	John M. Geschke	Partner
Antonio J. Calabrese	Partner	Kathleen A. Goodhart	Partner
Linda F. Callison	Partner	Lawrence C. Gottlieb	Partner
Roel C. Campos	Partner	Shane L. Goudey	Partner
William Lesse Castleberry	Partner	William E. Grauer	Partner
Lynda K. Chandler	Partner	Jonathan G. Graves	Partner
Dennis (nmi) Childs	Partner	Paul E. Gross	Partner
Ethan E. Christensen	Partner	Kenneth L. Guernsey	Partner
Richard E. Climan	Partner	Patrick P. Gunn	Partner
Alan S. Cohen	Partner	Zvi (nmi) Hahn	Partner
Thomas A. Coll	Partner	John B. Hale	Partner
Joseph W. Conroy	Partner	Andrew (nmi) Hartman	Partner
Jennifer B. Coplan	Partner	Amy (nmi) Hartman (former)	Partner
Carolyn L. Craig	Partner	Bernard L. Hatcher	Partner
John W. Crittenden	Partner	Matthew B. Hemington	Partner
Janet L. Cullum	Partner	Cathy Rae Hershcopf	Partner
Nathan K. Cummings	Partner	John (nmi) Hession	Partner
John A. Dado	Partner	Gordon K. Ho	Partner
Craig E. Dauchy	Partner	Suzanne Sawochka Hooper	Partner
Darren K. DeStefano	Partner	Tami J. Howie (former)	Partner
Scott D. Devereaux	Partner	Mark M. Hrenya	Partner
Jennifer Fonner DiNucci	Partner	Christopher R. Hutter	Partner
James J. Donato	Partner	Jay R. Indyke	Partner
Michelle C. Doolin	Partner	Craig D. Jacoby	Partner
John C. Dwyer	Partner	Eric C. Jensen	Partner
Robert L. Eisenbach, III	Partner	Robert L. Jones	Partner
Lester J. Fagen	Partner	Barclay J. Kamb	Partner
Brent D. Fassett	Partner	Richard S. Kanowitz	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Jeffrey S. Karr	Partner	Alison (nmi) Newman	Partner
Scott L. Kaufman	Partner	William H. O'Brien	Partner
Margaret H. Kavalaris (former)	Partner	Thomas D. O'Connor	Partner
J. Michael Kelly	Partner	Vincent P. Pangrazio	Partner
Jason L. Kent	Partner	Timothy G. Patterson	Partner
James C. Kitch	Partner	Anne H. Peck	Partner
Michael J. Klisch	Partner	D. Bradley Peck	Partner
Michael H. Knight	Partner	Susan Cooper Philpot	Partner
Barbara A. Kosacz	Partner	Benjamin D. Pierson	Partner
Kenneth J. Krisko	Partner	Frank V. Pietrantonio	Partner
Shira Nadich Levin	Partner	Mark B. Pitchford	Partner
Alan (nmi) Levine	Partner	Michael L. Platt	Partner
Michael S. Levinson	Partner	Christian E. Plaza	Partner
Elizabeth L. Lewis	Partner	Lori R.E. Ploeger	Partner
Michael R. Lincoln	Partner	Thomas F. Poche	Partner
James C. T. Linfield	Partner	Anna B. Pope	Partner
David A. Lipkin	Partner	Marya A. Postner	Partner
Chet F. Lipton	Partner	Steve M. Przesmicki	Partner
Samuel M. Livermore	Partner	Seth A. Rafkin	Partner
Douglas P. Lobel	Partner	Frank F. Rahmani	Partner
Mark C. Looney	Partner	Marc (nmi) Recht	Partner
Robert B. Lovett	Partner	Thomas Z. Reicher	Partner
Michael X. Marinelli	Partner	Eric M. Reifschneider	Partner
John T. McKenna	Partner	Michael G. Rhodes	Partner
Daniel P. Meehan	Partner	Michelle S. Rhyu	Partner
Thomas C. Meyers	Partner	Julie M. Robinson	Partner
Robert H. Miller	Partner	Ricardo (nmi) Rodriguez	Partner
Brian E. Mitchell	Partner	Adam C. Rogoff (former)	Partner
Patrick J. Mitchell	Partner	Jane (nmi) Ross	Partner
Ann M. Mooney	Partner	Richard S. Rothberg	Partner
Gary H. Moore	Partner	Adam J. Ruttenberg	Partner
Timothy J. Moore	Partner	Adam (nmi) Salassi	Partner
Webb B. Morrow, III	Partner	Thomas R. Salley III	Partner
Kevin P. Mullen	Partner	Richard S. Sanders	Partner
Frederick T. Muto	Partner	Glen Y. Sato	Partner
Ross W. Nadel (former)	Partner	Martin S. Schenker	Partner
Ryan (nmi) Naftulin	Partner	Joseph A. Scherer	Partner
Stephen C. Neal	Partner	Paul H. Schwartz (former)	Partner
James E. Nesland	Partner	Renee (nmi) Schwartz	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Additions:			
John G. Lavoie	Partner	John W. Robertson	Partner
Donald K. Stern	Partner	John H. Sellers	Partner
Kimberley J. Kaplan-Gross	Partner	Mark B. Weeks	Partner
Jessica R. Wolff	Partner	Mark Windfield-Hansen	Partner
David J. Fischer	Partner	Mavis L. Yee	Partner
Elias J. Blawie	Partner	Mark L. Johnson	Partner
Renee R. Deming	Partner	Mazda K. Anith	Partner
Sonya F. Erickson	Partner	Wendy (nmi) Davis	Partner
Alison J. Freeman-Gleason	Partner	Erik S. Edwards	Partner
Jon E. Gavenman	Partner	Jeffrey M. Gutkin	Partner
Kevin F. Kelly	Partner	Chrystal N. Jensen	Partner
Natasha V. Leskovsek	Partner	Bonnie Weiss McLeod	Partner
Mark A. Medearis	Partner	Ian (nmi) D'Donnell	Partner
Keith A. Miller	Partner	Connie N. Bertram	Partner
Amy E. Paye	Partner	Kristen D. Kercher	Partner

Check if applicable:

_____ Additional Partnership information attached. *See Attachment to Paragraph C-3.*

4. ADDITIONAL INFORMATION

a. One of the following options **must** be checked:

☒ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☐ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. *See* Attachment to Paragraph C-4(a).

b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

None.

Check if applicable:

☐ Additional information attached. *See* Attachment to Paragraph C-4(b).

c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

None.

Check if applicable:

☐ Additional information attached. *See* Attachment to Paragraph C-4(c).

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

B. Wales

check one: [] Applicant or [X] Applicant's Authorized Agent

Ben I. Wales, Urban Planner

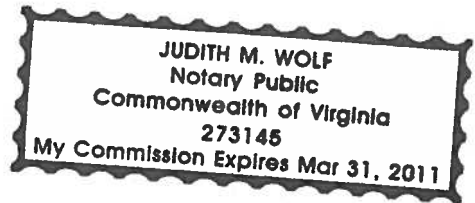
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 12th day of June 2009, in the State/Commonwealth of Virginia, in the County/City of Fauquier.

Judith M. Wolf
Notary Public

My Commission Expires: 3/31/2011

Notary Registration Number: 273145



406987 v1/RE

ONE LOUDOUN

ZCPA 2008-0003

STATEMENT OF JUSTIFICATION

Revised June 4, 2009

I. APPLICATION OVERVIEW

MMS One Loudoun Center, LLC (the "Applicant") is requesting the approval of a Zoning Concept Plan Amendment ("ZCPA") application to allow a minor change to be made to the Concept Development Plan ("CDP") and proffers approved with ZMAP 2005-0008, One Loudoun. One Loudoun was approved by the Board of Supervisors on January 16, 2007 and is planned as a mixed-use community of approximately 3 million square feet of office space, up to 700,000 square feet of retail uses, two hotels, a movie theatre and up to 1,040 residential units.

One Loudoun is located in the southwest quadrant of the intersection of Loudoun County Parkway (Route 607) and Harry Byrd Highway (Route 7) (the "ZCPA Property" or "One Loudoun") and is more particularly identified as Tax Map 63, Parcel 4 (MCPI # 057-10-2844).

II. PROPOSED ZONING CONCEPT PLAN AMENDMENT

The Applicant is seeking to amend the approved One Loudoun CDP to show a modified width of the planned Exchange Street. The approved CDP (Sheet 7) depicts Exchange Street (Road 1-B) as a 4-lane, 70' wide right-of-way consisting of two 12 foot wide lanes and two lanes of 14 feet. The Applicant seeks to modify this road design to replace each 14 foot lane with an 8 foot wide parking lane. Exchange Street would, therefore, be a 2 lane undivided roadway with an 8 foot parking lane on either side of the right-of-way. In the interest of avoiding inconsistencies in the future, the Applicant also seeks to remove the Typical Road Sections from Sheet 7 of the CDP.

III. COMPREHENSIVE PLAN

The ZCPA Property is located in the Ashburn Community of the Suburban Policy Area. The northern third of the ZCPA Property is currently designated under the policies of the Revised General Plan (the "RGP") for Keynote Employment and the remainder of the ZCPA Property is designated for Business Uses on the Planned Land Use Map. The ZCPA Property was subject to a pending Comprehensive Plan Amendment application (CPAM 2004-0016), filed on September 1, 2004. The CPAM proposed by the Applicant and the ideas presented therein were incorporated into the Broad Run Community Plan process initiated by Supervisor Waters on March 1, 2005. The proposed minor change to ZMAP 2005-0008 is consistent with the land use policies of the Revised General Plan.

IV. TRAFFIC GENERATION

There are no anticipated effects to the planned road network at One Loudoun from the

proposed minor amendment of the CDP.

V. SUMMARY

The proposed minor modification to ZMAP 2005-0008 is consistent with the land use policies of the Revised General Plan and will provide a necessary improvement to the approved rezoning. Based on the foregoing, the Applicant respectfully requests favorable consideration of the Application by the Staff, the Planning Commission and the Board of Supervisors.

ZONING CONCEPT PLAN AMENDMENT ISSUES FOR CONSIDERATION:
Revised 1993 Zoning Ordinance Section 6-1211(E)

- (1) *Whether the proposed zoning district classification is consistent with the Comprehensive Plan.*

The proposed minor modification to ZMAP 2005-0008 is consistent with the Comprehensive Plan.

- (2) *Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.*

The requested modification is associated with ZMAP 2005-0008, which was approved by the Board of Supervisors in January, 2007.

- (3) *Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.*

The Applicant does not seek to rezone the Property. The Board of Supervisors found that ZMAP 2005-0008 was compatible with surrounding uses and this application does not seek to revise the uses approved for the Property.

- (4) *Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.*

Not applicable to this ZCPA application.

- (5) *The effect of the proposed rezoning on the County's ground water supply.*

The Applicant does not anticipate any effect to the County's ground water supply from the proposed minor modification to ZMAP 2005-0008.

- (6) *The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.*

Not applicable to this ZCPA application.

- (7) *The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.*

The Applicant does not anticipate that traffic volumes or safety in the vicinity of the Property would be affected by the proposed minor ZCPA.

- (8) *Whether a reasonably viable economic use of the subject property exists under the current zoning.*

The Applicant does not seek a rezoning of the Property.

- (9) *The effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality.*

The Applicant does not anticipate effects to the environment or natural features, wildlife habitat, vegetation, water quality and air quality from the proposed ZCPA.

- (10) *Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.*

Not applicable to this application.

- (11) *Whether the proposed rezoning considers the needs of agriculture, industry, and businesses in future growth.*

Not applicable to this application.

- (12) *Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.*

Not applicable to this application.

- (13) *Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.*

Not applicable to this application.

- (14) *Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the county and the capacity of existing and/or planned public facilities and infrastructure.*

Not applicable to this application.

- (15) *The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.*

Not applicable to this application.

- (16) *The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.*

Not applicable to this application.

Colleen Gillis Snow
(703) 456-8114
gillissnow@cooley.com



VIA EMAIL AND HAND DELIVERY

June 4, 2009

Ginny Rowen, Project Manager
Loudoun County Department of Planning and Zoning
1 Harrison Street, S.E.
Leesburg, VA 20177

RE: One Loudoun ZCPA 2008-0003

Dear Ginny:

Per our conversation yesterday, enclosed please find a copy of the revised statement of justification and revised proffers for the One Loudoun ZCPA 2008-0003. As you might recall, the original ZCPA application, filed in the spring of 2008, sought to clarify 8 elements of the originally approved One Loudoun rezoning (ZMAP 2005-0008).

Earlier this spring, we had a series of meetings and discussions with Marilee Seigfried, Teresa Miller and other members of staff regarding the various elements of the ZCPA application. We were able to confirm that all but one of the elements of the ZCPA application could be resolved administratively instead of legislatively. The one remaining item is the reduction in the approved pavement width for Exchange Street, a public north-south street in the southern part of the One Loudoun development.

As you recall, the approved plans for One Loudoun show a four-lane section of Exchange Street between Russell Branch Parkway and Marblehead Drive. During processing of the Construction Plans and Profiles, VDOT objected to this wide of a road section; simply put, VDOT does not want to maintain a wider section of road than is necessary and the transportation analysis affirms that a narrower section of Exchange Street is more than sufficient in this area. Due to VDOT's direction and the results of the transportation analysis, the Construction Plans and Profiles were fully approved by Loudoun County's Building and Development Department showing a two-travel lane, two-parking aisle section of roadway in this area. This section of Exchange Street has been fully constructed, paved and striped in conformance with the approved Construction Plans and Profiles.

To ensure substantial conformance between the road as already constructed and the approved Concept Development Plan ("CDP") for One Loudoun, we propose to simply remove the road section detail from Sheet 7 of the CDP. To ensure that this conflict between what was planned and what is ultimately required by the County and VDOT during the engineering phases of development, we further propose to remove all typical road sections from the CDP.



Ginny Rowen, Project Manager
June 4, 2009
Page Two

We appreciate your continuing assistance on this case. Due to the simplified nature of this case, we would very much appreciate setting this for a Planning Commission Public Hearing in July. If there is anything that we can do to help you prepare for such an arrangement, please let us know. Further, let us know if you have any questions or need anything further from us.

Warmest regards,

A handwritten signature in cursive script that reads "Colleen Gillis Snow (BW)".

Colleen Gillis Snow

Enclosures

cc: Bill May, Miller and Smith
Kim Ambrose, Miller and Smith
Linda Erbs, William H. Gordon & Associates
Ben I. Wales, Cooley Godward Kronish LLP

406236 v2/RE

ONE LOUDOUN
~~ZMAP 2005-0008~~

ZCPA 2008-0003

PROFFER STATEMENT

~~Submitted November 10, 2006 and~~
~~Revised January 11, 2007~~
(June 24, 2009)

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, as amended (the "Zoning Ordinance"), ~~MMS One Loudoun (D.C.) AIP III Center, LLC~~ (the "Owner" or "Applicant") the undersigned Owner of the property identified as Loudoun County Tax Map references Tax Map 63, Parcel 4 (MCPI # 057-10-2844) (the "Property") and further identified on the Existing Conditions/~~Rezoning Plat~~ (Sheets 3 and 4 of the Concept Development Plan) ~~and Miller and Smith Land, Inc. (collectively with the Owner herein referred to as the "Applicant")~~, on behalf of themselves and their successors in interest, hereby voluntarily proffer that the development of the Property subject to ~~ZMAP 2005-0008~~ ZCPA 2008-0003 shall be in substantial conformity with the proffers as set forth below.

All proffers made herein are contingent upon (i) approval of (i) ~~ZMAP 2005-0008 and the rezoning of the Property to the Planned Development Town Center ("PD TC"), Planned Development Office Park ("PD OP"), Planned Development Commercial Center ("PD CC") and Planned Development Housing ("PD H6") zoning classifications under the Zoning Ordinance,~~ ZCPA 2008-0003 including the requested modifications as provided in Exhibit A, and (ii) the Concept Development Plan, as defined below. This ZCPA amends the proffers previously approved with ZMAP 2005-0008.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property shall be in substantial conformity with the Concept Development Plan (the "CDP") (included by reference as Exhibit B), identified as Sheets 5, 6, 6A, 6B, 7, 8 and 10A of the One Loudoun Zoning Map ~~Concept Plan~~ Amendment plans dated ~~January 31, 2005~~ April, 2008 and revised through ~~January 10, 2007,~~ June 24, 2009, prepared by William H. Gordon Associates, Inc. ~~(the "Rezoning Plans")~~. Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological studies.

II. DEVELOPMENT SCOPE

A. Residential Uses

1. Residential Mix

Development of the Property will include a maximum of 1040 residential units, inclusive of any required ADUs and as further described on Sheet 6A of the CDP, with related privately owned community facilities and amenities. Residential units shall be located in the PD-TC and PD-H6 zoned land bays as such land bays are identified on Sheet 6A. The mix of residential units may include up to 265 single-family detached units, up to 329 single-family attached units and up to 446 multi-family units, with the understanding that up to ten percent (10%) the multi-family units may be converted to any combination of additional single-family attached and/or single-family detached units, provided that (1) the total of 1040 residential units is not exceeded and (2) the mix of single family attached/detached and multi-family homes remain consistent with the Land Use Plan (sheet 10A of the CDP).

2. Affordable Dwelling Units

Affordable dwelling units ("ADUs"), as may be required by the Zoning Ordinance, shall be noted on applicable record plats or site plans. In accordance with Article 7 of the Zoning Ordinance, the Applicant shall provide 12.5 percent ADUs for single family attached and detached dwelling units and 6.25 percent ADUs for multi-family dwelling units. The Applicant reserves its ability to receive ADU exemptions for multi-family dwelling units that satisfy the Zoning Ordinance's exemption requirements. The ADUs shall be provided in accordance with the Affordable Dwelling Unit provisions of Article 7 of the Loudoun County Zoning Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances. Of the ADUs required, four (4) shall be single family detached.

3. Work Force Housing

Twenty (20) of the multi-family homes constructed on the Property shall be provided as "Work Force Housing" and shall be available for purchasers whose income does not exceed 100% of Loudoun County's Median Household Income. These units shall be administered pursuant to the Affordable Dwelling Unit Provision of Article 7 of the Zoning Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances, except that the income limit for qualified purchasers shall be 100% of the Loudoun County Median Household Income.

B. Commercial Uses

Development of non-residential uses at the Property, may include up to 1,333,800 sq.ft. of the uses permitted in the PD-OP zoning district, up to 3,083,400 sq. ft. of non-residential uses permitted in the PD-TC zoning district and up to 22,000 sq. ft. of non-residential uses permitted in the PD-CC zoning district, including any permissible special exception uses for which the approval of the requisite special exception is received. Notwithstanding the foregoing, no more than 702,000 sq. ft. of retail shall uses be permitted at the Property. The stand alone PD-CC district shall be PD-CC(CC) – Community Center. Any hotel constructed within Land Bay A-3 shall be a full service hotel (that is, a hotel with a range of services and amenities, including restaurants, room service, concierge services and meeting rooms).

C. Land Use Plan

1. Sheet 10A of the CDP is entitled "Land Use Plan", which illustrates the mixture of office, retail, commercial, hotel and residential uses permitted on the Property. The following

definitions shall apply only in the context of utilizing the Land Use Plan. The following definitions limit uses that are otherwise permitted by-right or, subject to approval of the requisite application, by special exception in the underlying zoning districts, as set forth on Sheet 6A of the CDP.

a. Areas designated "Residential" shall permit single-family attached and single-family detached dwelling units.

b. Areas designated "Multi-family" shall permit buildings containing five or more dwelling units not having a separate lot.

c. Areas designated "Civic" shall permit government offices, public meeting halls, libraries, art galleries or museums, post office, churches, places of gathering for the community, amphitheaters, and such other uses permitted by-right or by special exception under the PD-H and PD-TC zoning districts.

d. Areas designated "Hotel" shall permit a hotel(s) containing 20 or more guest rooms used for the purpose of housing transient guests, each unit of which is provided with its own toilet, washroom and off-street parking facility, and which may include features such as conference rooms, a restaurant or snack bar, or swimming pool or exercise room that would attract clientele other than transient guests.

e. Areas designated "Public Use" shall permit any area, building or structure thereon to be held, used or controlled for public purposes by any department or branch of the Federal Government, Commonwealth of Virginia or the Loudoun County government.

f. Areas designated "Mixed-Use" shall permit any uses permitted by-right or by special exception in the PD-TC zoning district.

g. Areas designated "Commercial" shall permit any non-residential uses permitted by-right or by special exception in the PD-CC zoning district.

h. Areas designated "PD-OP Office" shall permit any uses permitted by-right or by special exception by the PD-OP zoning district.

i. Areas designated "PD-TC Office" shall permit any uses permitted by-right or by special exception by the PD-TC zoning district except:

- 1) Congregate housing facility
- 2) Dwellings above first floor of permitted commercial uses
- 3) Dwelling, multi-family
- 4) Adult day care center
- 5) Agriculture, horticulture, forestry or fishery
- 6) Dwelling, single-family attached
- 7) Dwelling, single-family detached
- 8) Golf course
- 9) Construction retail establishment
- 10) Commuter parking lot
- 11) Recycling drop-off collection center

- 12) Sewage treatment plant
- 13) Water treatment plant
- 14) Water storage tank
- 15) Crematorium
- 16) Automotive service station
- 17) Utility substation
- 18) Gas pumps

2. For purposes of implementing an integrated, “vertical” mix of uses and to serve as the guidelines associated with the Land Use Plan, the following definitions shall apply:

a. For the purposes of implementing a “Vertically Integrated Building” as defined below, “Retail” shall refer to all non-residential, non-office uses (including hotel) permitted in the PD-TC zoning district.

b. “Linear Frontage” shall refer to the cumulative distances of the building widths that are constructed within the designated Mixed-Use areas of the Land Use Plan, measured where the sidewalks meet the front plane of the buildings parallel to Roads 3-A, 10-A and 5-A. Linear Frontage shall not include (1) the widths of intervening streets and alleys that perpendicularly intersect the aforementioned roads, (2) the widths of any plazas or civic spaces, (3) the distances between buildings, or (4) the core of the building, including elevator lobbies and other spaces that primarily serve the uses existing above the ground floor.

c. “Vertically Integrated Building” shall refer to buildings in which at least 50% of the street level building frontage contains Pedestrian-Oriented Uses (with an emphasis on Retail and other supportive and service-oriented uses).

1) “Pedestrian-Oriented Uses” shall include any uses located at street level, accessible from the street and a use that is different from the uses on the floors above the street level (for example, restaurant, coffee shops or retailers on the street level of an office building).

2) If at least fifty percent (50%) of the street level building frontage contains Pedestrian-Oriented Uses, the entire width of the building shall be counted towards the calculation of building width for purposes of determining the ratio of Linear Frontage to building width.

3) If less than fifty percent (50%) of the street level building frontage contains Pedestrian-Oriented Uses, the actual percentage of the street level building frontage shall be counted towards the calculation of building width for purposes of determining the ratio of Linear Frontage to building width.

3. Within the area designated Mixed-Use on Sheet 10A, a minimum of twenty percent (20%) of the Linear Frontage shall be comprised of Vertically Integrated Buildings at the commencement of Phase II.

4. Within the area designated Mixed-Use on Sheet 10A, a minimum of thirty-five percent (35%) of the Linear Frontage shall be comprised of Vertically Integrated Buildings at the commencement of Phase III.

5. At full build-out, a minimum of 45% of the Linear Frontage shall be comprised of Vertically Integrated Buildings.

D. Building Heights

Buildings with frontage along Route 7 and located in Land Bays A-1, A-2, A-2.1 and the northern section of A-5 (that is, west of the unnamed road shown dividing Land Bay A-5) (as reflected on Sheet 5 of the CDP) shall be constructed to heights of at least four stories. Buildings with frontage along Loudoun County Parkway and located in Land Bays A-5 (that is, east of the unnamed road shown dividing Land Bay A-5), A-6 and A-8 shall be constructed to heights of at least two stories.

III. PHASING

The development of the Commercial and Residential Uses within the Property shall be developed in not less than three (3) phases: Phase I, Phase II and Phase III, as follows:

A. Phase I

1. Commercial Office, Hotel and Retail in Phase I. The total number of zoning permits for residential units to be issued during Phase I shall not exceed 450 units. Applicant shall also be entitled to zoning permits for up to 17,000 square feet of daycare uses in the B-53 Land Bay. In addition to any other improvements to be completed (or bonded for construction) pursuant to these Proffers, prior to the commencement of Phase II, Applicant shall have received zoning permits for at least 1,000,000 square feet of non-residential development as enumerated in Proffer II.B., above. Of the non-residential development required to be completed in Phase I, zoning permits for at least 500,000 square feet of office uses shall be issued for the Property.

2. Phasing of Retail and Residential. Prior to the issuance of the first residential occupancy permit, the Applicant shall have pre-leased a minimum of 100,000 square feet of retail development for the Property. Specifically, the Applicant will present to the County executed leases (the business terms may be deleted as proprietary information) of a minimum of 100,000 square feet of space within One Loudoun; for purposes of satisfying this proffer, these leases may include retailers, movie theater and/or restaurants.

B. Phase II

The total number of zoning permits for residential units to be issued during Phase I and Phase II shall not cumulatively exceed 900 units. In addition to any other improvements to be completed (or bonded for construction) pursuant to these Proffers, prior to the commencement of Phase III, Applicant shall have received zoning permits for at least 2,150,000 square feet of development enumerated in Proffer II.B. Of the non-residential development required to be completed in Phase II, zoning permits for at least 750,000 square feet of office uses (in addition to the 500,000 square feet of office uses to be developed in Phase I) shall be issued as part of Phase II and prior to Applicant proceeding to Phase III.

C. Phase III

Upon fulfillment of any other improvements to be completed (or bonded for construction) pursuant to these Proffers prior to Phase III, Applicant shall be entitled to receive zoning permits for any remaining permitted non-residential development and residential units not issued during Phase I or Phase II.

IV. RETAIL TENANTS AND DEPARTMENT STORE RESTRICTIONS

A. Large-scale Tenant Restrictions

The Applicant proffers that it shall not solicit the existing department stores (a retail establishment that carries several lines of merchandise, such as men's and women's ready-to-wear clothing and accessories, piece goods, small wares and home furnishings where merchandise is segregated into different departments, each having a specialist manager) which are currently located within an enclosed regional mall within 2.5 miles of the Property, to relocate to the Property. Other department stores may be included within One Loudoun. The Applicant agrees to have no more than one (1) department-store retail tenant larger than 50,000 square feet within One Loudoun. These restrictions do not apply to movie theaters, gym/work out and recreation facilities, grocery stores or any other retail use or tenant. In addition, should the Applicant desire to seek any more than one (1) department-store tenant within One Loudoun of greater than 50,000 square feet, the Applicant will then have to pursue a Zoning Concept Plan Amendment ("ZCPA") to seek the County's approval for such user.

V. RECREATIONAL AMENITIES, PARKS AND PEDESTRIAN ACCESS

A. Recreational Park Facilities

1. The Applicant shall construct recreational amenities, neighborhood parks, and pedestrian connections within the Property as specified within this Proffer V. If not otherwise required at an earlier point, construction of these amenities shall be done in conjunction with the development of the adjacent neighborhoods and the construction of the adjacent streets and infrastructure.

2. During Phase I and prior to the commencement of Phase II, Applicant shall provide a minimum of 4 acres open space within Land Bay O-8. This area calculation is based on the centerline of the adjacent, private roadways. This open space shall include a minimum of 4,500 square feet of children's recreation amenities, including, but not limited to, a tot lot, play ground equipment, trails and walking paths and park benches.

B. Central Park and Other Parks

1. The Property's main park, Central Park, shown on Sheets 5 and 6 of the CDP is primarily a passive open space area. Central Park shall include a trail network and shall include other amenities, such as tot lots, gazebos and other permitted uses and structures. Central Park shall be owned and maintained by the One Loudoun Property Owner's Association, to be established pursuant to the provisions of Proffer VI.

2. The Applicant shall commence construction of a major community facility in Land Bay O-9 prior to the completion of its Phase I development. Prior to the issuance of the 751st residential zoning permit (which occurs during the Phase II development), this major community recreation facility shall be open. The facility shall include, but not be limited to, a swimming pool (which shall be a minimum of 25 meters in length and 6 lanes in width) and bathhouse (consisting of a minimum of 7,500 square feet, which will include a meeting room, restroom facilities and bathhouse and associated facilities), two multi-purpose courts, two tennis courts and associated parking.

3. Prior to the issuance of the 950th residential zoning permit (which will occur during Phase III of the development) an outdoor performance theatre/amphitheatre and stage will be developed in Land Bay O-7. The facility will include a covered performance stage and open space/lawn seating for at least 50 audience members along with integrated trails to allow pedestrian access (no parking will be provided) to the One Loudoun community.

4. The Applicant shall also provide at least one (1) tot lot in the B - Land Bays (which shall be provided prior to the issuance of the 225th residential zoning permit within the B - Land Bays) and at least one (1) tot lot in the C - Land Bays (which shall be provided prior to the issuance of the 100th residential zoning permit within the C - Land Bays). Applicant shall have the right, but not the obligation, to provide additional tot lots at other locations throughout the Property.

C. Pedestrian Trails

1. The Applicant shall construct a network of pedestrian trails of asphalt, or other hard surface (as shown on Sheets 7 and 8 of the CDP as an 8' minimum shared use trail and a 5' minimum pedestrian sidewalk/trail) to connect the various community and public facilities within the Property.

2. Prior to commencement of Phase II, Applicant shall have completed construction of at least one, 5' minimum pedestrian sidewalk/trail connecting the western side of Central Park to the eastern side of Central Park. The trails within Central Park shall be constructed in phases in conjunction with the development of areas surrounding and contiguous to Central Park. All crossings of Central Park, as shown on the Concept Plan, shall be provided prior to the commencement of Phase III.

3. All trails shall be either in a right of way or in a public access easement and shall be constructed in accordance with the Loudoun County Facilities Standards Manual ("FSM").

4. Sidewalks will be provided on both sides of all internal subdivision streets (excluding the Land Bay C frontage of Russell Branch Parkway) projected to have an average daily traffic volume greater than 5,000 vehicles.

5. Sidewalks shall be provided along alleys adjacent to structured parking in order to provide pedestrian access.

D. Bicycle Parking

The Applicant shall provide bicycle parking, where appropriate in Applicant's discretion, at various locations throughout the Property. At least four (4) bicycle parking areas will be provided, which will consist of at least two (2) separate parking areas north of Russell Branch Parkway during Phase I and two (2) separate parking areas south of Russell Branch Parkway during Phase II.

VI. PROPERTY OWNERS ASSOCIATION

A. POA General Responsibilities

All property owners in One Loudoun shall be a member of a Property Owners Association ("POA") established to regulate use and provide standards for the construction, landscaping and use of privately owned land and structures within the Property. Notwithstanding the foregoing, the Public Use Site identified on Sheet 6 of the CDP shall not be a member, or subject to the declaration, of the POA. The Applicant intends to establish an overall, umbrella POA with a number of sub-associations which may be composed of any one or more of the following: a commercial POA, a retail POA, a residential POA, and/or condominium associations (collectively referred to herein as the "POA"). The POA shall provide (or shall appoint responsibility among the sub-associations for) landscaping and lawn maintenance for all common areas and snow removal on all private streets, and shall contract for trash removal services. The POA and/or the sub-associations shall be responsible for the maintenance of all common recreational facilities and buildings, all stormwater management facilities, all private streets, and all sidewalks and trails, including the regional bicycle trail, not otherwise maintained by Loudoun County (the "County") or the Virginia Department of Transportation ("VDOT").

B. Establishment of POA

Prior to the approval of the first record plat or site plan, whichever is first in time, in One Loudoun, draft documents for the establishment of the POA and sub-associations shall be submitted to the County for review and approval. The POA shall be established prior to the approval of the first record plat or site plan for the Property, whichever is first in time.

C. POA Design Standards

In order to provide for the implementation of design concepts, the POA covenants shall require the establishment of a design review committee and shall require said committee to adopt design standards in general conformance with the Design Guideline Policies presented with this application and included by reference as Exhibit C (dated January 5, 2007). The guidelines shall provide for the regulation of street frontage and architectural standards that will ensure the development of a unified community. The POA design review committee shall be established and its design guidelines imposed within three (3) months of the creation of the POA and shall review all development plans.

VII. TRANSPORTATION

A. Russell Branch Parkway Dedications and Improvements

1. The Applicant shall dedicate 120 feet of right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, to accommodate a 6-lane median divided section of Russell Branch Parkway through the Property in the general locations depicted in the CDP. Additional right-of-way, if needed, shall be dedicated to accommodate turn lanes. Said right-of-way shall be dedicated in sections in conjunction with approved construction plans and profiles for Russell Branch Parkway. The right of way will be dedicated prior to or in conjunction with approval of the first adjacent record plat, or first adjacent site plan, whichever is first in time, for development on the Property.

2. The Applicant shall construct in sections and phases (as surrounding development occurs) 4-lane divided Russell Branch Parkway between Loudoun County Parkway and the terminus of existing Russell Branch Parkway at the Property's northwestern edge, including necessary turn lanes. Applicant shall complete construction of these portions of Russell Branch Parkway prior to commencement of Phase II.

3. Access from the Property to Russell Branch Parkway shall be limited to the general locations of the intersections shown on the CDP.

B. Marblehead Drive Dedications and Improvements

1. The Applicant shall dedicate 90 feet of right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, to accommodate a 4-lane median divided section of Marblehead Drive through the Property in the general locations depicted in the CDP. Additional right-of-way, if needed, shall be dedicated to accommodate turn lanes. Said right-of-way shall be dedicated in sections in conjunction with approved construction plans and profiles for Marblehead Drive. The right of way will be dedicated prior to or in conjunction with approval of the first adjacent record plat, or first adjacent site plan, whichever is first in time, for development on the Property.

2. The Applicant shall construct and open to traffic two lanes of Marblehead Drive between Loudoun County Parkway and the western property boundary as adjacent record plat or site plan approvals are obtained, as required by the County's Land Subdivision and Development Ordinance.

C. Loudoun County Parkway/ Route 7 Interchange Land Dedication

Upon written request from the County and/or VDOT, the Applicant shall dedicate the right-of-way as shown on Sheet 5 of the CDP, which is necessary to accommodate an urban diamond interchange, along with all necessary construction and maintenance related easements located outside of the right-of-way, for an urban diamond interchange at the intersection of Loudoun County Parkway and Route 7 (the "Interchange"). To the extent permitted by the Loudoun County Zoning Ordinance, Applicant hereby and specifically reserves any and all density credit for this right-of-way.

D. Loudoun County Parkway/Road 5-A Intersection

The intersection of Loudoun County Parkway and Road 5-A is shown on the CDP as a right-in/right-out only; however, the Applicant reserves the right to seek County and VDOT approval to allow this intersection to be configured as a full intersection, with full turning movements. If a traffic signal is warranted by VDOT at this intersection, the Applicant shall install (and its sole cost) a traffic signal at this intersection. Applicant shall not seek an early warrant from VDOT for this signal and, unless required by VDOT, shall not install a traffic signal at this intersection prior to a signal being installed at the next intersection to the south of this location, on Loudoun County Parkway. If the County and VDOT approve a full intersection, with full turning movements at this location, Applicant shall fund and install the equipment necessary to ensure traffic signal synchronization at intersections along its Loudoun County Parkway frontage, also subject to VDOT approval.

E. Signalization

1. The Applicant shall fund the warrant analyses, design and installation of the initial traffic signal systems on Loudoun County Parkway at Russell Branch Parkway, Marblehead Drive and, as provided in Proffer VII.D., at Road 5-A.

2. Applicant shall fund the warrant analysis for each of the intersections referred to in Proffer VIII.E.1. concurrent with the submission of the first subdivision or site plan (whichever is first in time) for development contiguous to each of these intersections.

3. In the event the warrants for any of these signals have not been met at the time of issuance of the 900th residential zoning permit, the Applicant shall contribute to the County \$150,000 for each unwarranted signal concurrent with the issuance of such residential zoning permit.

4. Applicant shall contribute \$75,000 towards the design and installation of the initial traffic signal system at the intersection of Russell Branch Parkway and Atwater Drive at the time that the warrants for this signal have been met. In the event the warrants for this signal have not been met at the time of issuance of the 900th residential zoning permit, the Applicant shall contribute such amount to the County concurrent with the issuance of the 900th residential zoning permit.

5. Applicant shall contribute \$75,000 towards the design and installation of the initial traffic signal system at the intersection of Lexington Drive and Atwater Drive at the time that the warrants for this signal have been met. In the event the warrants for this signal have not been met at the time of issuance of the 900th residential zoning permit, the Applicant shall contribute such amount to the County concurrent with the issuance of the 900th residential zoning permit.

F. Advance Dedication of Right-of-Way

In the event that the County or others proceed with the construction of Russell Branch Parkway or Marblehead Drive through the Property prior to the Applicant's proffered construction schedule, the Applicant shall dedicate the rights-of-way and necessary associated construction and maintenance easements for such roads, as long as the locations of the rights-of-

way are in substantial conformance with the CDP. Further, Applicant shall not be required to dedicate such right-of-way or easements until and unless construction plans and profiles have been submitted and approved by all necessary parties for such roads.

G. Construction of Improvements by Others

In the event that any improvements listed in VII.A or VII.B above are constructed and paid for by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of the improvements, as substantiated by paid invoices. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such road improvements would have occurred under the terms of these Proffers.

H. Bus Network

A bus system such as, but not limited to, a regional bus service (such as provided by Washington Metropolitan Area Transit Authority or recognized alternative) or a local bus service (such as provided by Virginia Regional Transit Association or recognized alternative) shall service the Property prior to the commencement of Phase III. If bus service is not provided to the Property at such time by a public entity or third-party vendor or provider, Applicant shall create and fund an internal bus system consisting of at least one bus, van or other vehicle to facilitate movement within the Property during normal business hours.

I. Bus Shelters

Applicant shall construct a minimum of four (4) bus shelters at the Property in locations to be coordinated during the site plan approval process with the Office of Transportation Services or such other appropriate Loudoun County agency. At least two (2) bus shelters shall be approved and under construction prior to the commencement of Phase II; at least four (4) bus shelters shall be constructed prior to the commencement of Phase III. Any bus shelter to be constructed in accordance with this commitment shall be enclosed on three (3) sides, have a roof and shall meet the County's minimum bus shelter design standards.

J. Alleys in PD-TC District

The Applicant shall provide an alley for each block in the Town Center Core and Fringe.

K. Construction of Transportation Improvements

For the purposes of these Proffers the term "construct" is intended to mean constructed or bonded for construction and does not necessitate acceptance into the VDOT system prior to the issuance of a specified zoning permit.

VIII. CONSTRUCTION OF ASHBURN VILLAGE BOULEVARD INTERCHANGE

A. Design, Timing of Design and Plans and Construction of the Ashburn Village Boulevard/Route 7 Interchange

1. The Applicant shall design, at its sole cost and expense, the Ashburn Village Boulevard\Route 7 Interchange, including the associated entrance and exit ramps ("Interchange")

such that Loudoun County and its agents and the Virginia Department of Transportation ("VDOT") may issue appropriate permits and approvals allowing for the Interchange to be constructed by the Applicant.

2. The Applicant has submitted and attached to these Proffers a conceptual sketch for the Interchange (included as Exhibit D) (reflecting the basic design and proposed configuration; that is, generally, of a typical diamond configuration with the ramps being offset from the mainline bridge and constructed of earth embankment sections).

3. The Applicant shall submit a preliminarily engineered and designed plan that complies with Chapter 2A of Virginia Department of Transportation Road Manual Volume I, sections 2A-4 through 2A-8 within eight (8) months of approval (by Loudoun County, VDOT and any other governing authority) of its conceptual plan for the Interchange. The dedication of right-of-way for the Interchange, as required by Proffer VIII.B.2., shall be in conformance with the preliminary engineered and designed plan.

4. The Applicant shall submit its final, fully engineered plans for the Interchange upon both (a) the County's approval of the Applicant's first submitted site plan, Construction Plans and Profiles ("CPAP") or preliminary subdivision plat (whichever comes first) and (b) within six (6) months of approval (by Loudoun County, VDOT and any other governing authority) of its preliminary design for the Interchange. The Applicant's proposed construction schedule and phasing of the Interchange, based upon existing and projected traffic counts, will be submitted with these final plans.

B. Timing and Pre-Construction Events for Interchange

The Applicant shall, within three (3) months after the fulfillment\completion of all of the following, noted events, bond the approved Interchange and commence construction immediately thereafter, and exercise all due diligence to complete construction of the Interchange as soon as commercially practicable:

1. Final approval of its fully engineered Interchange plans by the County, Loudoun County Sanitation Authority ("LCSA"), VDOT and any other governing authority;

2. Dedication and or conveyance to the County, LCSA, VDOT and any and all other utility companies and entities (including but not limited to electric, telephone and cable television companies), of all necessary rights-of-way and easements required for utilities, storm drainage, construction and maintenance of the approved Interchange design (all at no cost to the Applicant);

3. Issuance of the Applicants' first residential or non-residential zoning permit by Loudoun County, whichever comes first;

4. The bonding and award of a final contract by Loudoun County for the complete construction of the Loudoun County Parkway\Route 7 grade-separated interchange (which is located contiguous to the Property and east of the Ashburn Village Boulevard\Route 7 Interchange);

5. The commencement of construction of the Loudoun County Parkway\Route 7 grade-separated interchange;

6. Provision of \$5 million to the Applicant (to off-set the costs of utility relocation, provision of storm water management, wetlands mitigation, permitting costs and traffic management plans associated with the construction of this Interchange) from Loudoun County (through sufficient proffer funding from other landowners currently seeking zoning approvals, from those having previously received zoning approval in the vicinity of the Subject Property, from the allocation of proffer monies held or anticipated-to-be-held by Loudoun County and/or from any other sources);

7. Issuance of any and all required permits by any and all agencies having jurisdiction for the Ashburn Village Boulevard\ Route 7 Interchange construction to commence; and

8. The construction by the Applicant of the Ashburn Village Boulevard Interchange shall not be governed by the provisions of Proffer VII.K.

C. County Option and Alternative to Construction of Interchange – Completion of Design and Contribution of \$20 Million

1. Prior to the time of fulfillment of all the conditions of VIII.B. 1 through 8 (or such other time as mutually agreed to by the Applicant and the Board of Supervisors) the County, by a final, majority vote of the Board of Supervisors, may direct the Applicant, in writing, to provide funds to the County, or its designee for the construction of the Interchange. Applicant shall make the following three (3) installment payments, totaling \$20 million dollars (not subject to the escalation provision of any other Proffers):

- a. first \$6 million paid concurrent with the issuance of the first residential zoning permit for Phase 1 by the County, if not previously issued, or upon receipt of notice by the County if the first residential zoning permit has been issued,
- b. an additional \$8 million contribution ten (10) months after the initial payment, and assuming the final engineering documents described in Proffer VIII.A.4. have been approved, and
- c. a third and final \$6 million payment due eight (8) months after the second payment.

2. If the County chooses to direct the Applicant to provide such funds in lieu of construction, then the Applicant will have no further additional obligations with regard to the Ashburn Village Boulevard\Route 7 Interchange under these Proffers.

3. Should the County, or its designee, not require the Applicant's total contribution to complete the Interchange, the Applicant shall be entitled to either a return of any contributed funds and/or the County may notify the Applicant that the total funding is not necessary and reduce the amount(s) paid. Should the County, or its designee, proceed with the Interchange construction, the Applicant may request reasonable documentation of the costs of construction associated with its proffered improvements.

D. Applicant's Development Program

The Applicant's development program is not tied to nor phased with these Interchange proffers, other than as provided under Loudoun County Zoning Ordinance Section 6-1209 (Proffered Conditions) and Proffer VIII.

IX. PUBLIC USE SITE, REGIONAL BIKE TRAIL AND POTOMAC GREEN SITE

A. Public Use Site

1. Size of Site and Timing of Dedication. The Applicant shall dedicate approximately 19.7 acres for a public use site (the "Public Use Site"), as shown on Sheet 6 of the CDP. This area calculation is based on the centerline of the adjacent, private roadways. The Public Use Site shall be dedicated to the County (a) following the submission of the Applicant's first site plan, CPAP or preliminary subdivision plan (whichever comes first) and (b) within 30 days of receipt of written notice from the County and (c) following approval of any required subdivision to separately create this parcel.

2. Access. The Applicant will provide the Public Use Site with vehicular access from Marblehead Drive and shall construct a trail along Marblehead Drive prior to the issuance of an occupancy permit for the Public Use Site. The Public Use Site shall have public street access from Marblehead Drive and private street access from Road 8-B. The POA will be responsible for maintaining Road 8-B.

3. Utilities. The Applicant shall provide sanitary sewer lines and public water lines to the periphery of the Public Use Site prior to the issuance of an occupancy permit for the Public Use Site. Applicant shall contribute 50% of the total cost of providing gas, cable, electric and telephone services to the periphery of the Public Use Site, assuming the Loudoun County School Board and/or other agency provides the other 50% contribution.

4. School Site Option. In the event the County determines this site will be used for a school, the Applicant shall coordinate the timing of delivery with the County. The Public Use Site shall be dedicated to the County (a) following the submission of the Applicant's first site plan, CPAP or preliminary subdivision plan (whichever comes first) and (b) within 30 days of receipt of written notice from the County and (c) following approval of any required subdivision to separately create this parcel. Applicant shall have no obligation to construct the school or any on-site fields or amenities, except as set forth above.

B. Regional Bike Trail

The Applicant shall construct a minimum 8' wide shared use trail from the northwest Property corner, east along Route 7, to Loudoun County Parkway and continuing southward along the western edge of Loudoun County Parkway to the southern property boundary, as depicted on Sheets 7 and 8 of the CDP. The shared use trail will be a minimum of 8' feet wide and, when not included within a public road right-of-way, will be located within a public access easement and will be maintained by the POA. The construction of the regional bike trail shall be completed in phases in conjunction with the development of the adjacent land bays.

C. Potomac Green Dedicated Public Use Site - Sportsplex

Assuming that the "Potomac Green Site" (located south of Marblehead Drive, adjacent to the southwestern property line of One Loudoun and more particularly identified as MCPI # 058-18-7890) has been dedicated to the County as a public use site, the Applicant shall provide the following recreational facilities on the Potomac Green Site:

1. Two (2) multi-purpose play fields (approximately 235' x 375'),
2. One (1) multi-purpose play field (approximately 150' x 235'), and
3. One (1) baseball field (200' outfield).

Applicant shall submit a conceptual layout and plans for these ball fields to Loudoun County (including the Department of Parks & Recreation) prior to approval of the first residential zoning permit. The final location of these recreational facilities shall be coordinated with the County's Department of Parks & Recreation. Each of the aforementioned fields shall be graded, seeded and irrigated. Vehicular parking shall also be provided.

Applicant shall submit a site plan for the aforementioned fields within four (4) months of (1) acceptance of the Potomac Green Site by Loudoun County and (2) approval of the Applicant's conceptual layout and plans for ball fields by Loudoun County (including the Department of Parks & Recreation) and concurrent with the Applicant's first submitted site plan, CPAP or preliminary subdivision plan (whichever comes first). Applicant shall construct these ball fields within 18 months of approval of the site plans and issuance of all necessary permits by Loudoun County and other permitting agencies for these proffered fields.

X. ENVIRONMENT

A. Tree Conservation and Tree Protection

1. The Applicant shall establish tree save areas in the locations shown on Sheets 5 and 6 of the Concept Development Plan as the "Tree Conservation Area." Clearing in these areas shall be permitted only for the construction of utility crossings, wetland mitigation, storm water management facilities, best management practices, low impact design facilities and trail crossings and any such clearing shall be limited to the minimum area required for said construction. The final delineation of the Tree Conservation Areas shall be phased in and established with contiguous site and/or subdivision plans.

2. A minimum of eighty (80) percent of the canopy within the cumulative Tree Conservation Area depicted on the CDP will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated Tree Conservation Areas, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Owner in consultation with the County. Boundaries of all Tree Conservation Areas shall be delineated on the record plat recorded for each section of the development. Construction plans shall clearly define the limits of the Tree Conservation Area and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Area prior to commencing land-disturbing activities. The Applicant reserves the right to remove, in

consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons.

3. If, during construction on the Property, it is determined by the Owner's certified arborist and/or the County Urban Forester that any healthy tree located within the boundaries of any of the Tree Conservation Areas described in this Proffer has been damaged during construction and will not survive, then the Owner shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The species and placement of replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area determined in consultation between the Applicant and the County Urban Forester.

4. The POA documents shall include a provision that prohibits removal of trees in Tree Conservation Areas as shown on the record plat after construction has been completed by the Applicant without specific permission of the County Urban Forester except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The POA documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the POA without written approval from the County. The record plat for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the Declaration of Covenants.

B. General Tree Protection

Construction plans for all permitted improvements shall clearly define the limits of clearing and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along all clearing limits in treed areas prior to commencing land-disturbing activities. In the event any trees to be protected are damaged due to construction activities and need to be removed (as determined by the Applicant's certified arborist), the Applicant shall replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The Applicant reserves the right to remove, in consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any street or utility or drainage easement, or creates a danger to property or persons.

C. Long-Term Tree Care

The Applicant shall engage an urban forester/arborist to prepare tree management and maintenance programs for all Tree Conservation Areas. Such programs shall be prepared and submitted for each preliminary subdivision plan application in conjunction with tree conservation plans required by the Facilities Standards Manual. Such programs shall allow the removal of any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the proper functioning and use of any street or utility or drainage easement,

or creates a danger to property or persons. The POA will be responsible for implementing the tree care programs. The POA covenants will include restrictions to prevent the POA from clearing within any designated Tree Conservation Area.

D. Wetlands Trail Crossings

The Applicant shall use raised boardwalks over wetlands and waters of the U.S. as part of the planned trail systems, subject to the approval of the County and Core of Engineers/Department of Environmental Quality.

E. Wetlands Mitigation

For any wetland and stream impacts determined to be unavoidable in conjunction with the permitting process, Applicant shall use commercially reasonable efforts to provide wetland mitigation in the following priority order: 1) onsite, 2) within the same Planning Policy Area, and 3) within Loudoun County, subject to approval by the Army Corps of Engineers.

XI. NOISE IMPACT STUDY

The Applicant will provide separate noise impact studies to the County that will determine the need for any buffering and noise attenuation measures along Russell Branch Parkway and Loudoun County Parkway frontages of the Property. The noise impact studies (one for each roadway) shall address the noise generated by the traffic from these roadways at the time of build-out of the Property. These studies will be conducted by a certified professional engineering firm and submitted to the County concurrently with the first record subdivision including residential units adjacent to Russell Branch Parkway or Loudoun County Parkway, respectively. If it is determined by County staff that the noise impacts on residential uses will exceed the noise performance standards for residential uses contained in the Zoning Ordinance, the Applicant will provide buffers, berms, fencing, or other such noise attenuation measures as part of the residential buildings or along Russell Branch Parkway or Loudoun County Parkway sufficient to mitigate the noise impact from these roadways prior to the issuance of occupancy permits for any residential dwelling units impacted by the noise levels.

XII. EMERGENCY SERVICES

A. Fire and Rescue Contribution - Residential Uses

At the time of the issuance of each residential zoning permit, a one-time contribution of \$120.00 per unit for each residential unit shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). For the purpose of this Section, a residential unit includes each multi-family unit, each single family detached dwelling unit and each single family attached dwelling unit, excluding any approved accessory unit. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as the

primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

B. Fire and Rescue Contribution - Non-Residential Uses

At the time of the issuance of each zoning permit for non-residential uses, a one-time contribution of \$0.20 per gross square foot of non-residential floor area shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the CPI. For the purpose of this Section, non-residential floor area includes commercial and office area, but excludes HOA facilities and County owned facilities such as schools. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

C. Sprinkler Systems

Provided that the public water system is capable of delivering the requisite service pressures to support sprinkler systems, the Applicant shall require all residential builders to offer sprinkler systems in homes served by the public water system as an option to all residential purchasers. Builders shall not be required to install such sprinkler systems unless the purchasers choose to exercise such option prior to the start of construction and pay the sales price of the options associated with the purchase and installation of the sprinkler system. Builders shall not be required to install sprinkler systems in model homes unless required by the County building codes.

XIII. PARKING

Any areas reflected on the CDP for development (including, but not limited to private roads, buildings, parking, structured parking or other future development) may be used, on an interim and phased basis, for surface parking unless and until the future phases are developed (in which case, the surface parking will be replaced).

XIV. SEVERABILITY

Any portion of the Property may be the subject of a Proffered Condition Amendment, Zoning Concept Plan Amendment, Rezoning, Special Exception, Commission Permit, Zoning Modification, Variance or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application complies with the relevant Zoning

Ordinance provisions. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property which are not the subject of such an application shall remain in full force and effect.

XV. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these Proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner/Applicant

HICENTER, LLC
liability company

MMS ONE LOUDOUN **(D.C.)** ~~AIP~~
a ~~Virginia~~ limited

By: Avanti Capital Associates, a Florida
joint venture, formerly known as, Avanti
Properties Group, J.V., a Florida joint
venture, as manager

By: Avanti Management Partners, J.V., a Florida
joint venture, as sole managing venturer

By: Avanti Development Corporation, a Florida
corporation, as sole managing venturer

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

COUNTY/CITY OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 2007, by Marvin M. Shapiro, Vice President of Avanti Development Corporation, a Florida corporation, which in turn is the managing venturer of Avanti Management Partners, J.V., a Florida joint venture, which in turn is the sole managing venturer of Avanti Capital Associates, a Florida joint venture, successor by name change to Avanti Properties Group, J.V., a Florida joint venture, which in turn is the sole general partner of **ONE LOUDOUN (D.C.) AIP II, LLC**, a Virginia limited liability company, on behalf of said corporation, joint ventures and limited liability company.

Notary Public

My Commission Expires: _____

Applicant ~~MILLER AND SMITH LAND,~~
INC. _____ a Virginia corporation

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of
_____, ~~2007, 2009~~, by _____ as
_____ of ~~Miller and Smith Land, Inc~~ MMS One Loudoun Center, LLC.

Notary Public

My Commission Expires: _____